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*Cindy Harris Ext 2937*

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CSX FOUNDATION, INC.**

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## ARTICLES OF INCORPORATION

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OF

## CSX FOUNDATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE INAME OF CORPORATION

The name of the corporation is CSX Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE IIPRINCIPAL OFFICE OF THE CORPORATION

The principal office and mailing address of the Corporation shall be 500 Water Street, Jacksonville, Florida 32202.

ARTICLE IIIREGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607. The name of the initial registered agent at that address is Corporation Service Company.

ARTICLE IVPURPOSES AND POWERS OF THE CORPORATION

(1) This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(a) exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

(2) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

(c) Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

#### ARTICLE V

##### MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

Ellen M. Fitzsimmons	500 Water Street, Jacksonville, FL 32202
Joel W. Pangborn	500 Water Street, Jacksonville, FL 32202
Derrick W. Smith	500 Water Street, Jacksonville, FL 32202
Peter K. Mills	500 Water Street, Jacksonville, FL 32202
Jim M. Marks, Jr.	500 Water Street, Jacksonville, FL 32202
Steve E. Crable	500 Water Street, Jacksonville, FL 32202
David J. Bowling	500 Water Street, Jacksonville, FL 32202

ARTICLE VII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

DURATION

The Corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X

BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI

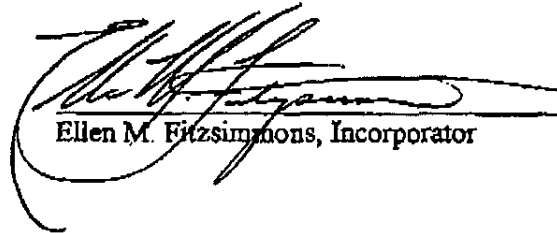
INCORPORATOR

The name and address of the incorporator is:

Ellen M. Fitzsimmons

500 Water Street, Jacksonville, FL 32202

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 50<sup>th</sup> day of February, 2008.

  
Ellen M. Fitzsimmons, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**CSX FOUNDATION, INC.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CSX Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 500 Water Street, City of Jacksonville, County of Duval, State of Florida has named Corporation Service Company, whose address is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301-2607, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

**CORPORATION SERVICE COMPANY,  
Registered Agent**

By: Cynthia L. Harris  
Name: Cynthia L. Harris  
Title: Asst. Vice President

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